

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION / DIVISION OF SECURITIES
1511 PONTIAC AVENUE, BUILDING 68-2
CRANSTON, RI 02920**

IN THE MATTER OF

KWENCH JUICE FRANCHISING, INC.

CHRISTOS GREGORIS

RESPONDENTS.

**ORDER SUMMARILY ISSUED TO
CEASE AND DESIST; NOTICE OF
OPPORTUNITY FOR A HEARING;
AND NOTICE OF INTENT TO
IMPOSE ADMINISTRATIVE
ASSESSMENT UNDER SECTIONS
19-28.1-18, 19-28.1-19 AND 19-28.1-25**

I.

Pursuant to Sections 19-28.1-18, 19-28.1-19 and 19-28.1-25 of the Rhode Island Franchise Investment Act (the "Act"), § 19-28.1 *et seq.* of the Rhode Island General Laws, as amended, the Director of the Rhode Island Department of Business Regulation ("Director") issues this Order Summarily Issued to Cease and Desist; Notice of Opportunity for a Hearing ("Notice") and Notice of Intent to Impose Administrative Assessment with regard to the above referenced Respondents. This Order is effective upon issuance.

II.

The Director makes the following findings of fact and conclusions of law with respect to this Order:

1. Upon information and belief Kwench Juice Franchising, Inc. ("Respondent Kwench Juice") is a foreign corporation with a principal office located at 8 Faneuil Hall Marketplace, 3rd Floor, Boston, Massachusetts, 02109. Respondent Kwench Juice has a non-operating location at 155 Westminster Street Providence, RI 02903 to date. As of September 16, 2016 the location was advertised on the Kwench Juice Franchising, Inc. website as "Coming Soon."
2. Upon information and belief, Christos Gregoris ("Respondent Gregoris") is the President of Respondent

Kwench Juice.

3. On September 16, 2016, the Rhode Island Department of Business Regulation Securities Division (the "Division") made written and email inquiries to Respondents Kwench Juice and Gregoris regarding registration status per § 19-28.1-5. Respondents had been running internet advertisements on Craigslist.com for the sale of the Respondent's vacant location at 155 Westminster Street, Providence, Rhode Island, 02903 during the months of August and September 2016. These advertisements included a photo of the location with a sign on the exterior stating "Franchise Available," in violation of § 19-28.1-5.
4. Respondent Kwench Juice is not currently, nor has it ever been, registered in the State of Rhode Island as a franchise, or franchisor in accordance with R.I. Gen. Laws § 19-28.1-5.
5. At all times relevant to this Order it is unlawful for any person to offer or sell a franchise unless the offer is registered under the Act, or is exempt from registration under § 19-28.1-6.
6. On September 19, 2016 Respondent Gregoris notified the Division in writing and verbally that Respondent Kwench Juice has made no sales, or franchisee solicitations, to date in the State of Rhode Island. Respondent Gregoris further stated that Respondent Kwench Juice is trying to sell its vacant Providence, RI location. He stated the sale would not include an operations manual, or come with royalty fees, and any potential buyer would not be required to keep the Kwench Juice name.
7. Upon information and belief Respondent Gregoris is also the President of YoFresh Yogurts Franchising, Inc. ("YoFresh") and Poppin Kettle Franchising, Inc. ("Poppin Kettle") both domestic profit corporations with a principal place of business at 8 Fanueil Hall Marketplace, Boston, Massachusetts, 02109.
8. Additionally Java's Brewin Development, Inc. ("Java's Brewin") was a domestic profit corporation with a principal place of business at 290 Turnpike Rd. Suite 6, #367, Westborough, Massachusetts 01581. Java's Brewin is another entity Respondent Gregoris was also involved with acting as President. The Java's Brewin Corporation was involuntarily dissolved on June 18, 2012.

9. Respondent Gregoris has been the subject of the following executed franchise and/or business opportunity regulatory actions:

1. Commonwealth of Virginia State Corporation Commission

- August 17, 2016: Rule to Show Cause for unregistered YoFresh franchise sales.

2. State of California Department of Business Oversight

- July 6, 2015: Citation & Desist and Refrain Order for unregistered YoFresh franchise sales.

3. State of Connecticut Department of Banking

- May 30, 2008: Order to Cease and Desist for unregistered business opportunity sales of Java's Brewin franchises.
- June 12, 2014: Order to Cease and Desist for an unregistered business opportunity Poppin Kettle franchise sale and unregistered business opportunity solicitation for YoFresh.

10. At all times relevant to this Order it has been a fraudulent, deceptive and prohibited practice in connection with the offer or sale of a franchise for a person, directly or indirectly, to

- (1) Employ a device, scheme, or artifice to defraud;
- (2) Make an untrue statement of material fact or omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading;
- (3) Engage in an act, practice, or course of business which operates or would operate as a fraud or deceit on a person;
- (4) Represent to an offeree of a franchise that the filing of a franchise registration application or the registration of a franchise constitutes a finding by the director that a document filed under the Act is true, complete, and not misleading or that the director has passed upon the merits of the franchise;
- (5) Misrepresent that a franchise is registered or exempted from registration under this act;
- (6) Violate an order of the director after the person receives notice that the order was issued;

(7) Fail to notify the director of a material change in the information required in a document required to be filed by this Act or a rule or order under this Act; or

(8) Omit to state a material fact or make or cause to be made an untrue statement of a material fact in any application, notice, or report filed with the director under this act.

11. Based on the facts both stated and alleged in this Order it is the Department's contention that Kwench Juice and Gregoris, in their September 19, 2016 written and verbal response to the Division's investigation, engaged in a fraudulent, prohibited and deceptive practice by making an untrue statement in a report filed with the Director under this Act by unequivocally stating that it never acted as a franchisor and was never engaged in the offer or sale of a franchise in this State in violation of §§ 19-28.1-17(1); 19-28.1-17(2); 19-28.1-17(3) and 19-28.1-17(8) of the Act.

III.

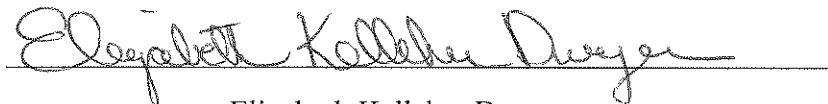
Based upon the foregoing, the Director determines that the following action is necessary to prevent or avoid an immediate danger to the public welfare, that it is in the public interest, appropriate for the protection of franchisees and consistent with the purposes fairly intended by the policy and provisions of the Act.

Accordingly, IT IS HEREBY ORDERED THAT:

- (1) Respondents and any person associated therewith shall immediately cease and desist from any further violation of Section 19-28.1 *et seq.* of the Rhode Island General Laws.
- (2) Respondents and any person associated therewith shall retain and maintain all written and computer records regarding its business activities and the subject offers and sales until further order of the Director.

Therefore, unless the Director receives a written request for a hearing and answer to this Notice within thirty (30) days of the date of this Notice, the Director will regard Respondents as having been provided notice and an opportunity for hearing, and as having waived the right to a hearing, and the Order will become final. If the Director receives a request for a hearing within thirty (30) days of the date of this Notice, the Director shall set the matter for hearing no more than thirty (30) from the receipt of the request for hearing and shall promptly notify the parties of the time and place for hearing. If no hearing is requested, or if the person defaults after requesting a hearing, the Order becomes a Final Order and remains in effect unless vacated or modified by the Director.

Dated as of the 31st day of October, 2016.

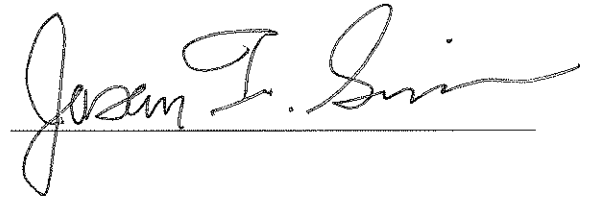
A handwritten signature in cursive script, reading "Elizabeth Kelleher Dwyer", written over a horizontal line.

Elizabeth Kelleher Dwyer
Interim Director
Department of Business Regulation

CERTIFICATION

I hereby certify on this 31st day of October, 2016 that a copy of the within Emergency Cease and Desist Order was mailed by certified mail, first class mail and email to:

Mr. Christos Gregoris
President
Kwench Juice Franchising, Inc.
8 Faneuil Hall Marketplace
3rd Floor
Boston, MA 02109
chris@kwenchjuicecafe.com

A handwritten signature in cursive script, reading "Joann I. Surin", is written over a horizontal line.